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ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005 Estimated average burden hours per response... 1

FORM D

PROCESSED DEC 02 2003

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

http://www.sec.gov/divisions/corpfin/forms/formd.htm (1 of 11) [6/28/02 12:01:48 PM]

SEC USE	ONLY
Prefix	Serial
DATE REC	CEIVED

Name of Offering ([] check if this is a	n amendment and	d name has char	nged, and indica	te change.)	e deller, som i sykelet standags til til styrner som til skyppingstiller klasse store til			
Jupiter Sun Industries, Inc.	and the second of the second o	and the second s						
Filing Under (Check box(es) that apply):	[] <u>Rule 504</u>	[] <u>Rule 505</u>	⋈ Rule 506	[✓] Section 4(6)	[]ULOE			
Type of Filing: [✔] New Filing [] A	mendment							
A. BASIC IDENTIFICATION DATA								
Enter the information requested ab	out the issuer							

Jupiter Sun Industries, Inc.	an amendment and ha	me nas changed, and	indiciate chang	e.)
Address of Executive Offices Area Code)	(Number and Street	, City, State, Zip Code	e) Tele	phone Number (Including
7426 East Stetson Drive, Suit	e 125	Scottsdale, Arizona	85251-3546	480-425-7100
Address of Principal Business O Area Code) (if different from Executive Office (Same as above.)		nd Street, City, State,	Zip Code) Te	elephone Number (Including
Brief Description of Business	ed grape for the super-section of the section has been a realized process delaying accordingly and section and section grape.		MAN Memory and the Community of the Language and the language construction of the community	
Developer and producer of E	rgoGlide.			
Type of Business Organization		HENCE AREA HAVE TO THE AREA TO THE AREA TO THE TENER THE AREA TO T	100 Martin	
[✔] corporation	[] limited partn	ership, already forme	d []	other (please specify):
[] business trust	[] limited partn	ership, to be formed		
		Month	Year	etti viitti viit maa vatat Paa vatiittä aasa vallet oo jorrantitaa aavaniita paavaniin ja kaasaa kaasaa kaasaa
Actual or Estimated Date of Inco	orporation or Organizat	tion: [0]5]	[0] 2]	✓ Actual [] Estimated
Jurisdiction of Incorporation or C	•	o-letter U.S. Postal So da; FN for other foreig		ion for State: [A] [Z]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

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State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

http://www.sec.gov/divisions/corpfin/forms/formd.htm (3 of 11) [4/19/02 4:02:21 PM]

Check Box(es) that Apply: [] Promoter ▶ Benef	ficial Owner [/] Executive Officer [/] Director [] Manager
Full Name (Last name first, if individual)	
Gutowski, Walter M.	
Business or Residence Address (Number and Stree	et, City, State, Zip Code)
7426 East Stetson Drive, Suite 125	Scottsdale, Arizona 85251-3546
Check Box(es) that Apply: [] Promoter ▶ Benef	ficial Owner [17] Executive Officer [17] Director [17] Manager
Full Name (Last name first, if individual) Gutowski, Louise D.	
Business or Residence Address (Number and Stree	et, City, State, Zip Code)
7426 East Stetson Drive, Suite 125	Scottsdale, Arizona 85251-3546
Check Box(es) that Apply: [] Promoter [] Benef	ficial Owner 🖊 Executive Officer 🖊 Director [] Manager
Full Name (Last name first, if individual)	
Dietrich, Margaret	

B. INFORMATION	ABOUT OFFERING	
(Use blank sheet, or copy and use additi	ional copies of this sheet, as necessary.)	~~~~
Business or Residence Address (Number and Street, City, S	State, Zip Code)	
Full Name (Last name first, if individual)		
Check Box(es) that Apply: [] Promoter [] Beneficial Own	ner[]Executive Officer[]Director[]General and/or Managing Partr	
Business or Residence Address (Number and Street, City, S	State, Zip Code)	***************************************
Full Name (Last name first, if individual)		
Check Box(es) that Apply: [] Promoter [] Beneficial Own	ner [] Executive Officer [] Director [] General and/or Managing Parti	
Business or Residence Address (Number and Street, City, S	State, Zip Code)	MMM y enjanionistika
Full Name (Last name first, if individual)		
Check Box(es) that Apply: [] Promoter [] Beneficial Own	ner [] Executive Officer [] Director [] Manager	
Business or Residence Address (Number and Street, City, S	State, Zip Code)	
Full Name (Last name first, if individual)		
Check Box(es) that Apply: [] Promoter [] Beneficial Own	ner [] Executive Officer [] Director [] Manager	
7426 East Stetson Drive, Suite 125	Scottsdale, Arizona 85251-3546	~~~

1. Has	s the issu	er sold, d	or does th	ne issuer	intend to	sell, to no	on-accred	ited inves	tors in this	s offering	?		[🗸]	
			А	nswer als	so in App	endix, Co	lumn 2, if	filing und	er ULOE.			• •		
*	Compai	ny has d	iscretion	to acce	pt less a	nd/or to s	sell fracti	ividual? onal units	 3. 			\$ 10,000 Yes No		
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Full Name (Last name first, if individual)

	ss or Re	sidence A	Address (Number	and Stree	et, City, S	tate, Zip 0	Code)				
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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
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Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
N/A Type of offering	ype of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees	[1\$
Printing and Engraving Costs	[v	1\$4,000
Legal Fees	V	7\$10,000
Accounting Fees	٧	5,000
Engineering Fees]]\$
Sales Commissions (specify finders' fees separately)	[]\$
Other Expenses (identify)filing and blue sky fees	[1 \$1,000
Total	V	·]\$20,000
b. Enter the difference between the aggregate offering price given in response to Part 0 and total expenses furnished in response to Part 0 - Question 4.a. This difference is th gross proceeds to the issuer."		\$738,000
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.	of	
	Payments to	
	Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[]\$	[]\$
Purchase of real estate		[]\$
Purchase, rental or leasing and installation of machinery and equipment	[]\$	[]\$
Construction or leasing of plant buildings and facilities	[]\$	[]\$

	Column 5, for state respons	=				
1. Is any party described in 17 CFR 230.262 presently rule?						
E. ST.	ATE SIGNATURE					
	1001.)					
Intentional misstatements or omissions of f	ATTENTION act constitute federal crir	ninal violations. (See 18 U.S.C.				
Walter M. Gutowski	Fresident					
Name of Signer (Print or Type)	Title of Signer (Pri	nt or Type)				
Jupiter Sun Industries, Inc.	Watter	Litanki				
Issuer (Print or Type)	Signature	Date	an de			
The issuer has duly caused this notice to be signed by under Rule 505, the following signature constitutes an Exchange Commission, upon written request of its sta investor pursuant to paragraph (b)(2) of Rule 502.	undertaking by the issuer t	to furnish to the U.S. Securities and				
D. FED	ERAL SIGNATURE					
Total Payments Listed (column totals added)		[∕] \$ <u>738,000</u>				
Product Development Costs and Corporate Column Totals		V \$ 738,000 [] \$				
costs, Sales and Distribution costs, Initial Inv		[]\$[]\$				
Working capital Other (specify): <u>Legal fees, Accounting fees, Notes and Sees, Notes an</u>		V \$ <u>56,000</u> []\$ V \$ <u>682,000</u> []\$				
Repayment of indebtedness	[]\$[]\$					
exchange for the assets or securities of another pursuant to a merger)	issuer	[]\$[]\$				
Acquisition of other businesses (including the value securities involved in this offering that may be used.)						